# FORM D PROCESSAGE ANG D SO 2004

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

### FORM D NOTICE OF SALE OF SECURITIES

UNII 04043858

#### OMB APPROVAL

OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden hours per response . . . 1.00

SEC I	USE ONLY				
Prefix	Serial				
	1				
DATE RECEIVED					

Name of Offering Flagg Street Partners Qua		is an amendment ssuer")	and nanie		change.)	130	1878	<u> </u>
Filing Under (Check box(es	) that apply):	☐ Rule 504	☐ Rule 505	☑ Rule 506	☐ Section	on 4(6)	ULOE	
Type of Filing:	☑ New Filing	□ Ar	mendment				•	
		A. BAS	IC IDENTIFICATIO	N DATA	**			
Enter the information reque	sted about the iss	suer						
Name of Issuer Flagg Street Partners Qua		if this is an amend	ment and name has	changed, and ind	licate change	)		
Address of Executive Offices (Number and Street, City, State, Zip Code) c/o Flagg Street Capital LLC, 44 Brattle Street, Cambridge, MA 02138  Telephone Number (Including Area Code) (617) 310-6144								
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) Same as above  Telephone Number (Including Area Code) Same as above								
Brief Description of Busines The Issuer's objective is t		lity and debt valu	e investing primar	ily in U.S. securit	ties.	ñ	Door	
Type of Business Organiza  □ corporation  □ business trust	tion		artnership, already form		other (plea		SEP 07 201	ED
Actual or Estimated Date of Jurisdiction of Incorporation	·	(Enter two-lette	Month/Year 05/2004 or U.S. Postal Servic ; FN for other foreign		☐ Estim State:	ated DE	THOMSON FINANCIAL	E

#### GENERAL INSTRUCTIONS

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, it received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

#### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.



A BAS	IC IDENTIFIC	ATION DATA		
<ul> <li>Enter the information requested for the following:</li> <li>Each promoter of the issuer, if the issuer has been one</li> <li>Each beneficial owner having the power to vote or din of the issuer;</li> <li>Each executive officer and director of corporate issuer</li> <li>Each general and managing partner of partnership is</li> </ul>	ispose, or direct t ers and of corpor	ne vote or disposition o		• •
Check Box(es) that Apply: 🖾 Promoter 🔲 Beneficial G	Owner 🛚	Executive Officer	☐ Director	☑ General and/or Managing Partner
Full Name (Last name first, if individual) Flagg Street Capital, LLC (the "General Partner")				
Business or Residence Address (Number and Street, Cit 44 Brattle Street, Cambridge, MA 02138	ty, State, Zip Cod	e)		
Check Box(es) that Apply:  Promoter  Beneficial	Owner 120	Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Starr, Jonathan				
Business or Residence Address (Number and Street, Ci c/o Flagg Street Capital, LLC, 44 Brattle Street, Cambridge	ty, State, Zip Cod e; MA 02138	e)		
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial	Owner 🔀	Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Kramb, Jason				
Business or Residence Address (Number and Street, Cicco Flagg Street Capital, LLC, 44 Brattle Street, Cambridge		e)		
Check Box(es) that Apply; ☐ Promoter ☐ Beneficial	Owner 🔀	Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Moss, Andrew				_
Business or Residence Address (Number and Street, Ci c/o Flagg Street Capital, LLC, 44 Brattle Street, Cambridge		θ)	S. S. TWILLS	= June Pri
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial	Owner 🗆	Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number and Street, Ci	ity, State, Zip Coo	e)	<del></del>	
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial	Owner 🗆	Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)			*	
Business or Residence Address (Number and Street, Ci	ty, State, Zip Coo	e)-		

. و				В.	INFORM	ATION A	OUT OFF	ERING				
1. Ha	s the issue	r sold, or d							ring?	• • • • • • • • • • • • • • • • • • • •	_	es No
Answer also in Appendix, Column 2, if filing under ULOE.  2. What is the minimum investment that will be accepted from any individual?									\$	1,000,000		
3. Does the offering permit joint ownership of a single unit?									Y	es No ⊠ □		
										r indirectly,	any	ם ע
off an	fering. If a id/or with a	person to state or st	be listed is tates, list the	s an assoc he name o	ciated personant fitted in the contract of the broken	on or agen er or dealer	t of a broke . If more t	er or dealer han five (5)	registere persons	ecurities in d with the to to be listed	SEC	
	sociated pe ame (Last r				, you may :	set forth the	information	n for that bro	oker or de	aler only.		
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Busine	ess or Resi	dence Add	iress (Nun	nber and S	treet, City,	State, Zip	Code)					
Name	of Associa	ted Broker	or Dealer						****			· · · · · · · · · · · · · · · · · · ·
States	in Which F	Person List	ted Has So	olicited or	Intends to	Solicit Pur	chasers					1
	(Check "	All States"	or check i	individual	States)					Zin.	dir.	☐ All States
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Busine	ess or Resi	dence Ado	dress (Nun	nber and S	Street, City	State, Zip	Code)			<del></del>		
						, = :=::=, : <b>=</b> : <sub> </sub>						
Name	of Associa	ted Broker	r or Dealer									
States	in Which I	Person Lis	ted Has So	olicited or	intends to	Solicit Pur	chasers					
	(Check '	'All States"	or check	individual	States)							□ All States
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Busine	ess or Resi	dence Add	dress (Nun	nber and S	Street, City	, State, Zip	Code)					
Name	of Associa	ted Broke	r or Dealer	•								
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Debt	.€§.	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND U	ISE	OF PROCEEDS		
Debt	1.	already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box $\square$ and indicate the columns below the amounts of the securities offered for exchange and already exchanged.				Amount Aiready Sold
Convertible Securities (including warrants):    Convertible Securities (including warrants):   Cother (Specify		Debt	\$	=	\$	<u>o</u>
Convertible Securities (including warrants):    Convertible Securities (including warrants):   Cother (Specify		Equity:	\$	0	\$	0
in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."    Number		Common Preferred  Convertible Securities (including warrants):  Partnership Interests  Other (Specify)	\$ \$ \$	0 1,000,000,000(a) 0	\$ \$	0 10,810,390 0 10,810,390
Accredited Investors Dollar Amou of Purchase  Accredited Investors 3 \$ 10,810.3  Non-accredited Investors 0 \$ \$ 10,810.3  Non-accredited Investors 0 \$ \$ \$ 10,810.3  Total (for filings under Rule 504 only)	2.	in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				Aggregate
Accredited Investors						Aggregate Dollar Amount of Purchases
Total (for filings under Rule 504 only)  Answer also in Appendix, Column 3, if filing under ULOE.  3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering  Rule 505.  Regulation A.  Rule 504.  Total.  4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees.  Printing and Engraving Costs.  Legal Fees.  Accounting Fees.  Engineering Fees.  Sales Commissions (specify finders' fees separately).  Other Expenses (identify Filing Fees.)		Accredited Investors		<u>3</u>	\$	<u>10,810,390</u>
Answer also in Appendix, Column 3, if filing under ULOE.  3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering  Rule 505  Regulation A  Rule 504  Total  A. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees  Printing and Engraving Costs  E. Legal Fees  Accounting Fees  Sales Commissions (specify finders' fees separately)  Other Expenses (identify Filing Fees)		Non-accredited Investors		<u>0</u>	\$	<u>o</u>
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering  Rule 505		Total (for filings under Rule 504 only)		N/A	\$	N/A
securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering  Rule 505		Answer also in Appendix, Column 3, if filing under ULOE.				
Rule 505	3.	securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.				Dollar Amount Sold
Rule 504 N/A \$  Total N/A \$  4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees SPrinting and Engraving Costs SPrinting and Engraving Costs SPrinting and Engraving Costs SPrinting Fees SPRINTING SP		Rule 505		-	\$	0
Total	1214	Regulation A		N/A).		<u> </u>
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees						<u> </u>
Printing and Engraving Costs       区 \$ 2.5         Legal Fees       区 \$ 35.0         Accounting Fees       区 \$ 7.5         Engineering Fees       区 \$         Sales Commissions (specify finders' fees separately)       区 \$         Other Expenses (identify Filing Fees       区 \$	4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			\$	0
Accounting Fees         X         \$ 7.5           Engineering Fees         X         \$           Sales Commissions (specify finders' fees separately)         X         \$           Other Expenses (identify Filing Fees         )         X         \$				X	-	<u>2,500</u>
Engineering Fees Sales Commissions (specify finders' fees separately) Sales Commissions (identify Filing Fees Separately) Sales Commissions (identify Filing Fees Separately) Sales Separately Separat						<u>35,000</u> 7,500
		Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify <u>Filing Fees</u>		X X X	\$ \$	7,300 0 0 5,000 50,000

<sup>(</sup>a) Open-ended fund; estimated maximum aggregate offering amount

#### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

4.	b. Enter the difference between the aggregate offering price given in response to Part C - Question
	1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted
	gross proceeds to the issuer."

\$ 999,950,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes below. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjustment gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

3 - <u>17</u>24

		Payment Officer Director Affiliate	rs, s, &			Payments to Others
Salaries and fees	X	\$	<u>0</u>	X	\$	<u>0</u>
Purchase of real estate	283	\$	<u>o</u>	Ø	\$	<u>0</u>
Purchase, rental or leasing and installation of machinery and equipment	X	\$	<u>0</u>	X	\$	<u>0</u>
Construction or leasing of plant buildings and facilities	X	\$	<u>0</u>	X	\$	<u>0</u>
Acquisition of other businesses (including the value of securities involved in this	•		ep spis			
offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	X	\$	<u>0</u>	☒.	\$	<u>0</u>
Repayment of indebtedness	X	\$	<u>0</u>	X	\$	<u>0</u>
Working capital	Œ	\$	· <u>o</u>	X	\$	<u>0</u>
Other (specify): Portfolio Investments	Œ	\$	<u>o</u>	X	\$	999,950,000
Column Totals	X	\$	: <u>0</u>	X	\$	999,950,000
Total Payments Listed (column totals added)	X		\$ <u>999,950,000</u>			<u>00</u>

#### D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Flagg Street Partners Qualified LP	Signature	8/95/04
Name (Print or Type) Andrew Moss	Title of Signer (Print or Type) Managing Member of the General Partner	

**ATTENTION** 

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)